

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:	§	
	§	
NEW CENTURY TRS HOLDINGS, INC.,	§	CASE NO. 07-10416-KJC
<i>ET. AL.</i> ,	§	
	§	Chapter 11
Debtors.	§	
	§	Jointly Administered

**APPELLANT'S DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON
APPEAL AND STATEMENT OF THE ISSUES TO BE PRESENTED ON THE APPEAL
OF THE ORDER I) DENYING APPELLANT'S MOTION FOR RELIEF FROM THE
AUTOMATIC STAY AND II) GRANTING DEBTORS'
CROSS-MOTION FOR SANCTIONS (REGARDING DOCKET NUMBER 2265)**

Positive Software Solutions, Inc. ("Positive Software"), through its undersigned attorneys, pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), hereby files this Designation of Items to be Included in the Record on Appeal and Statement of the Issues to be Presented on Appeal for the above-referenced appeal of the Order I) Denying Appellant's Motion for Relief from the Automatic Stay and II) Granting Debtors' Cross-Motion for Sanctions (Dkt. No. 2265) issued by the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") on August 15, 2007.

On July 10, 2007, Positive Software filed its Motion for Relief from the Stay Regarding Copyright Infringement Litigation (Dkt. No. 1877). On July 31, 2007, the Debtors filed their Response to the "Motion of Positive Software Solutions, Inc. for Relief from the Stay Regarding Copyright Infringement Litigation", and Cross-Motion for Sanctions for Violation of the Automatic Stay (Dkt. No. 2101). On August 3, 2007, the Official Committee of Unsecured Creditors filed their Objection to the Motion of Positive Software Solutions, Inc. for Relief from the Stay Regarding Copying Infringement Litigation (Dkt. No. 2146).

On August 15, 2007, the Court entered its Order (I) Denying the Motion of Positive Software Solutions, Inc. for Relief from the Stay Regarding Copyright Infringement Litigation and (II) Granting the Debtors' Cross-Motion for Sanctions for Violation of the Automatic Stay (Dkt. No. 2265). Therein the Court held that "[d]amages shall include the dollar value of reasonable time spent by the Debtors' bankruptcy counsel and their counsel in the Texas District Court case in connection with violations of the stay." Positive Software filed its Notice of Appeal on August 24, 2007.

STATEMENT OF ISSUES TO BE PRESENTED

Whether the Bankruptcy Court erred in: (i) determining that Positive Software violated the automatic stay imposed by section 362 of title 11 of the United States Code (the "Bankruptcy Code"); and (ii) granting the Debtors' Cross-Motion for Sanctions for Violation of the Automatic Stay.

DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL

Item	Docket No.	Date	Document
1	1877	7/10/05	Motion of Positive Software for Relief from the Stay Regarding Copyright Infringement Litigation
2	1969	7/18/07	Notice of Filing [Regarding Docket No. 1877]
3	1969	7/18/07	Exhibit A to the Motion of Positive Software for Relief from the Stay Regarding Copyright Infringement Litigation (the "License Agreement")
4	1969	7/18/07	Exhibit B to the Motion of Positive Software for Relief from the Stay Regarding Copyright Infringement Litigation (the "Preliminary Injunction")
5	1969	7/18/07	Exhibit C to the Motion of Positive Software for Relief from the Stay Regarding Copyright Infringement Litigation (the "Vacatur Order")
6	2101	7/31/07	Debtors' Response to the "Motion of Positive Software Solutions, Inc. for Relief from the Stay Regarding Copyright Infringement Litigation", and Cross-Motion for Sanctions for Violation of the Automatic Stay
7	2101	7/31/07	Exhibit A to Debtors' Response to the "Motion of Positive Software Solutions, Inc. for Relief from the Stay Regarding Copyright Infringement Litigation", and

Item	Docket No.	Date	Document
			Cross-Motion for Sanctions for Violation of the Automatic Stay
8	2101	7/31/07	Exhibit B to Debtors' Response to the "Motion of Positive Software Solutions, Inc. for Relief from the Stay Regarding Copyright Infringement Litigation", and Cross-Motion for Sanctions for Violation of the Automatic Stay
9	2101	7/31/07	Exhibit C to Debtors' Response to the "Motion of Positive Software Solutions, Inc. for Relief from the Stay Regarding Copyright Infringement Litigation", and Cross-Motion for Sanctions for Violation of the Automatic Stay
10	2146	8/3/07	Objection of the Official Committee of Unsecured Creditors to the Motion of Positive Software Solutions, Inc. for Relief from the Stay Regarding Copyright Infringement Litigation
11	2171	8/6/07	Motion of Positive Software Solutions, Inc. to File Under Seal its Reply Regarding its Motion for Relief from the Stay and Response to Debtors' Cross-Motion for Alleged Stay Violation
12	2171	8/6/07	Exhibit A to Motion of Positive Software Solutions, Inc. to File Under Seal its Reply Regarding its Motion for Relief from the Stay and Response to Debtors' Cross-Motion for Alleged Stay Violation
13	2171	8/06/07	Exhibit A to Reply of Positive Software Solutions, Inc., Regarding its Motion for Relief from the Stay and response to Debtors' Cross-Motion for Alleged Stay Violation
14	2171	8/06/07	Exhibit B to Reply of Positive Software Solutions, Inc., Regarding its Motion for Relief from the Stay and response to Debtors' Cross-Motion for Alleged Stay Violation
15	2171	8/06/07	Exhibit C to Reply of Positive Software Solutions, Inc., Regarding its Motion for Relief from the Stay and response to Debtors' Cross-Motion for Alleged Stay Violation
16	2171	08/06/07	Exhibit D to Reply of Positive Software Solutions, Inc., Regarding its Motion for Relief from the Stay and response to Debtors' Cross-Motion for Alleged Stay Violation
17	2451		Transcript Hearing Held 8/7/06
18	2265	8/15/07	Order (I) Denying the Motion of Positive Software Solutions, Inc. for Relief from the Stay Regarding Copyright Infringement Litigation and (II) Granting the Debtors' Cross-Motion for Sanctions for Violation of the Automatic Stay
19	2561	8/24/07	Notice Of Appeal of the Order (I) Denying the Motion of Positive Software Solutions, Inc. for Relief from the Stay Regarding Copyright Infringement Litigation and (II) Granting the Debtors' Cross-Motion for Sanctions for Violation of the Automatic Stay

RESERVATION OF RIGHTS

Positive Software reserves its right in the United States District Court for the District of Delaware to object to or move to strike or otherwise modify some or all of any counter-designation of items to be included in the record on appeal or counter-statement of issues to be presented that might be submitted.

Dated: September 4, 2007
Wilmington, Delaware

FOX ROTHSCHILD LLP

By: /s/ Anthony M. Saccullo
Daniel K. Astin (Bar No. 4068)
Anthony M. Saccullo (Bar No. 4141)
Carl D. Neff (Bar No. 4895)
Citizens Bank Center, Suite 1300
919 N. Market Street, P.O. Box 2323
Wilmington, Delaware 19899-2323
Tel (302) 654-7444/Fax (302) 656-892
dastin@foxrothschild.com
asaccullo@foxrothschild.com
cneff@foxrothschild.com

-and-

Mark H. Ralston, Esq.
Texas Bar No. 16489460
THE RALSTON LAW FIRM
2603 Oak Lawn Avenue
Suite 230, LB 2
Dallas, Texas 75219-9109
Telephone: (214) 295-6416
ralstonlaw@gmail.com

Counsel to Positive Software Solutions, Inc.